

BALL JANIK LLP

A T T O R N E Y S

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LOUIS E. GITOMER
OF COUNSEL
(202) 466-6532

lgitomer@bjllp.com

December 10, 1996

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Secretary Williams:

I have enclosed the three documents described below, to be recorded pursuant to 49 U.S.C. § 11301.

I. The first document is a Memorandum of Lease Assignment, a secondary document, dated as of September 30, 1996. The primary document to which this is connected is recorded under Recordation No. 20053. We request that this document be recorded under Recordation No. 20053-B.

The names and addresses of the parties to the Memorandum of Lease Assignment are:

Assignor:

Pitney Bowes Credit Corporation
201 Merritt Seven
Norwalk, CT 06856

Assignee:

ICX Corporation
3 Summit Park Drive
Cleveland, OH 44131

A description of the equipment covered by the Memorandum of Lease Assignment consists of 200 5161 cubic foot covered hopper car numbered AGPX 96100-96299, inclusive.

II. The second document is a Public Notice of Improper Recordation, a secondary document, dated as of December 6, 1996. The primary document to which this is connected is recorded under Recordation No. 20343. We request that this document be recorded under Recordation No. 20343-A.

Counterpart - [Signature]

20053-E
RECORDATION NO. 20053-E
DEC 11 1996

Honorable Vernon A. Williams
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The name and address of the party to Public Notice of Improper Recordation is:

Assignee:

ICX Corporation
3 Summit Park Drive
Cleveland, OH 44131

A description of the equipment covered by the Public Notice of Improper Recordation consists of 200 5161 cubic foot covered hopper car numbered AGPX 96100-96299, inclusive.

III. The third document is a Memorandum of Security Agreement, a secondary document, dated as of December 10, 1996. The primary document to which this is connected is recorded under Recordation No. 20053. We request that this document be recorded under Recordation No. 20053-C.

The names and addresses of the parties to the Memorandum of Security Agreement:

Borrower:

ICX Corporation
3 Summit Park Drive
Cleveland, OH 44131

Lender:

Phoenixcor, Inc.
65 Water Street
South Norwalk, CT 06854

A description of the equipment covered by the Memorandum of Security Agreement consists of 200 5161 cubic foot covered hopper car numbered AGPX 96100-96299, inclusive.

A fee of \$66.00 is enclosed. Please return the original of the Public Notice of Improper Recordation and Memorandum Of Security Agreement and the certified copy of the Memorandum of Lease Assignment to:

Louis E. Gitomer
Of Counsel
Ball Janik LLP
Suite 225
1455 F Street, N.W.

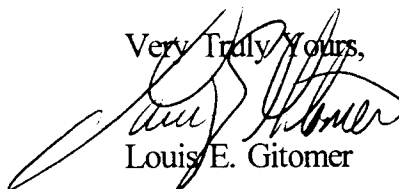
BALL JANIK LLP

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Washington, DC 20005

A short summary of the documents to appear in the index follows: (1) a Memorandum of Lease Assignment between Pitney Bowes Credit Corporation, 201 Merritt Seven, Norwalk, CT 06856, and ICX Corporation, 3 Summit Park Drive, Cleveland, OH 44131, (2) a Public Notice of Improper Recordation by ICX Corporation, 3 Summit Park Drive, Cleveland, OH 44131, and (3) a Memorandum of Security Agreement between ICX Corporation, 3 Summit Park Drive, Cleveland, OH 44131, and Phoenixcor, Inc., 65 Water Street, South Norwalk, CT 06854, all covering 200 5161 cubic foot covered hopper car numbered AGPX 96100-96299, inclusive.

Very Truly Yours,

A handwritten signature in dark ink, appearing to read "Louis E. Gitomer", is written over the typed name. The signature is fluid and cursive.

Louis E. Gitomer

Enclosures

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001

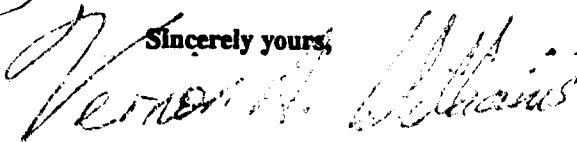
Louis E. Gitomer
Ball Janik LLP
1455 F Street, NW, Suite 225
Washington, DC 20005

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 12-10-96 at 11:10 AM, and assigned recordation number(s) 20343-A, 20053-C and 20053-D. 20053-E

*should be
20053-E*

Sincerely yours,

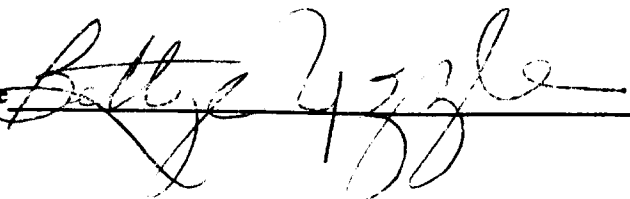


Vernon A. Williams
Secretary

Enclosure(s)

\$ 66.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



20053-E
RECORDATION NO.

DEC 10 1996

PUBLIC NOTICE OF IMPROPER RECORDATION

This PUBLIC NOTICE OF IMPROPER RECORDATION, dated as of December 6, 1996, by ICX CORPORATION ("ICX") is for the sole purpose of notifying the Surface Transportation Board (the "Board") and the public that (1) the Memorandum of Lease Assignment (the "Memorandum") made as of September 30, 1996, between ICX and Pitney Bowes Credit Corporation was improperly recorded at the Board as a secondary document on October 30, 1996, under Recordation No. 20343; and (2) the Memorandum should have been, and now has been, recorded as a secondary document in Recordation No. 20053-B.

IN WITNESS WHEREOF, ICX has caused this PUBLIC NOTICE OF IMPROPER RECORDATION to be executed by its duly authorized officer as of the date first above written.

ICX CORPORATION
as Borrower

By:

Name:

Title:

Jon B. Lipstreu
JON B. LIPSTREUER
VICE PRESIDENT

State of Ohio)
) ss.
County of Cuyahoga)

On this 6th day of December, 1996, before me personally appeared Jon B. Lipstreu, to me personally known, who, being by me duly sworn, says that (s)he is Vice President of ICX CORPORATION, and that (s)he is duly authorized to sign the foregoing instrument on behalf of ICX CORPORATION and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of ICX CORPORATION.

Therese M. Woodman
Notary Public

My commission expires: **Therese M. Woodman, Notary Public**
State of Ohio - Cuyahoga County
My Commission Expires March 8, 1998